

**JFS HOLDINGS, INC.
368 MERLIN ROAD
PHOENIXVILLE, PA 19460
610 935-6187**

August 24, 2005

VIA-FACSIMILE

Dr. Francis Abessinio
Abessinio Property Management
P.O. Box 25204
Wilmington, DE 19899

Re: Assignment of Lease to Summer State, LLC; Unit 509

Dear Dr. Abessinio:

This letter is in response to the assignment requirements set forth in your letter of August 23, 2005.

After reviewing the requirements with both parties, both the buyer and the seller can agree with all but two of these proposed requirements. The first is a matter of form. Specifically, the buyer (Summer State, LLC) needs to have the lease in its name for tax purposes. However, the Managing Member, Roseanne Sestito has agreed to sign a personal guarantee in order to provide further security. This should not be problematic since you will be receiving even more security (the addition of Summer State and its assets) than originally requested.

The last issue relates to your request that JFS Holdings remain liable on the lease for an additional year. As stated above, Summer State LLC as well as Ms. Sestito are providing more than adequate security as a new tenant especially when taking into consideration that Summer State is taking possession of the business assets free and clear of liens. As a result, it would appear that Summer State and Ms. Sestito are offering as much or more security than other tenants in the center.

Therefore, please advise if the above changes are acceptable so that the necessary Addendum can be drafted. As always, both the buyer and seller would appreciate your prompt attention to this matter since closing is scheduled to occur on September 1, 2005.

Sincerely,


Brendan J. Sherman

*Exhibit
D*



P.O. BOX 25204
WILMINGTON, DELAWARE 19899
302-655-8322
FAX: 610-558-1224

August 25, 2005

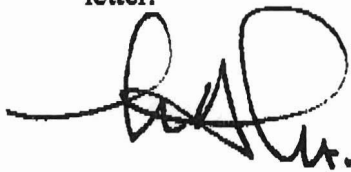
JFS Holding
368 Merlin Rd
Phoenixville, Pa. 19460.

Mr.Sherman:

In response to your last letter , a personal guarantee written by the attorney for the assignee and notarized would be permissible.

The assignor will remain liable for the time that has been specified on the previous

letter.



Dr.Francis Abessinio